

ADVANCED PRODUCTS GROUP, INC.

85-17262

NOVEMBER 07, 1985

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DUPLICATE

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*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

"ADVANCED PRODUCTS GROUP, INC."

has been duly incorporated under the laws of the State of Georgia on the 7th day of November, 1985, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 7th day of November in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Ten.

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION  
OF  
ADVANCED PRODUCTS GROUP, INC.

I

The name of the Corporation is "Advanced Products Group, Inc.".

II

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III

The Corporation has perpetual duration.

IV

The Corporation is organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Georgia, including, but not limited to, the business of buying, owning and selling personal property, and for all related purposes.

V

The Corporation has authority to issue not more than 1,000,000 shares of common stock having a par value of \$1.00 per share.

VI

The Corporation has the authority to issue not more than 200,000 shares of preferred stock, without par value,



designated "preferred stock." The Corporation, acting by its Board of Directors, without action by the shareholders, may, from time to time, authorize the issuance of shares of preferred stock, in one or more series, at such stated value as the Board of Directors may establish, subject to the following:

(a) All shares of preferred stock are of equal rank and are identical, except in respect of the particulars that may be fixed by the Board as authorized herein; and each share of a series shall be identical in all respects to the other shares of that series, except, if dividends thereon are cumulative, as to the date from which dividends shall accumulate.

(b) Before any shares of preferred stock of any particular series may be issued, the Board shall determine the following provisions of the shares of such series:

(1) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased from time to time by the Board;

(2) The annual dividend payable on shares of such series, whether or not dividends shall be cumulative and, if so, conditions upon which and the date from which such dividends shall be cumulative on all the shares of such series issued prior to the record date for the first dividend of such series;

(3) The time or times when and the price or prices at which shares of such series shall be redeemable, and

the sinking fund provisions, if any, for the purchase or redemption of such shares;

(4) The amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the corporation;

(5) The right, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other series of preferred stock, and the terms and conditions of such conversion or exchange; and

(6) The voting rights, if any, of the shares of such series.

(c) The holders of preferred stock are entitled to receive, when and as declared by the Board, but only from funds legally available for the payment of dividends, cash dividends at the annual rate for each particular series as fixed by the Board, and no more; such dividends to be payable for any dividend on common stock shall be paid or declared. Arrearages in the payment of dividends shall not bear interest.

(d) In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and liabilities of the Corporation, the holders of each series of preferred stock shall be entitled to receive, out of the available assets of the Corporation, an amount for each share equal to the amount fixed and



determined by the Board and any resolution providing for the issuance of any particular series of preferred stock, plus an amount equal to any dividends payable to such holder which are then unpaid on each share up to the date fixed for distribution, and no more, before any distribution shall be made to the holders of common stock. Neither the merger or consolidation of the Corporation, nor the sale, lease or conveyance of all or part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the affairs of the Corporation.

(e) The authorized but unissued shares of preferred stock may be issued for such consideration as may be fixed from time to time by the Board, but not less than the stated value thereof.

## VII

No shareholder of the Corporation shall, because of his ownership of stock, have any preemptive right or the right to purchase, subscribe for or take any part of any stock or any part of any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase the stock of the Corporation issued, optioned or sold by the Corporation after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the Corporation authorized by these Articles of Incorporation or by Articles of Amendment duly filed, may at any time be issued, optioned for

sale or sold or disposed of by the Corporation pursuant to resolution of its Board of Directors upon such terms as may seem proper to the Board without first offering such stock or securities or any part thereof to the existing shareholders.

VIII

The Board of Directors of the Corporation may, from time to time at its discretion, distribute a portion of its assets to its shareholders out of the capital surplus of the Corporation.

IX

The Corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus available.

X

The Corporation shall not commence business until it has received not less than \$500.00 in payment for the issuance of shares.

XI

The initial registered office of the Corporation shall be 850 First National Bank Building, 315 West Ponce de Leon Avenue, Decatur, DeKalb County, Georgia, and the initial registered agent of the Corporation at such address shall be Wesley B. Warren, Jr.



XII

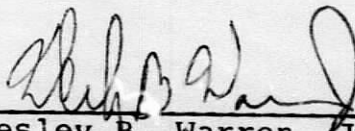
The initial Board of Directors of the Corporation shall consist of one member, whose name and address is as follows:

Wesley B. Warren, Jr  
850 First National Bank Building  
315 West Ponce de Leon Avenue  
Decatur, Georgia 30031

XIII

The name and address of the incorporator is Wesley B. Warren, Jr, Suite 850, First National Bank Building, 315 West Ponce De Leon Avenue, Decatur, DeKalb County, Georgia 30030.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 6<sup>th</sup> day of November, 1985.

  
\_\_\_\_\_  
Wesley B. Warren, Jr.

Simmons, Warren & Szczecko, P.A.  
P. O. Box 340  
Decatur, Georgia 30031  
(404) 378-1711

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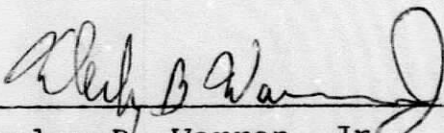
CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland  
Secretary of State  
Ex-Officio Corporation  
Commissioner  
State of Georgia

I (we) Wesley B. Warren, Jr.  
(type or print name of person [s] )

do hereby consent to serve as registered agent for the corporation  
Advanced Products Group, Inc.  
(type or print name of corporation)

This 5th day of November, 19 85.

  
Wesley B. Warren, Jr.

Address of registered agent (s):  
(type or print address)

850 First National Bank Building

Decatur, GA 30030



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"ADVANCED PRODUCTS GROUP, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed  
the seal of my office, at the Capitol, in the ~~Five~~ <sup>August</sup> of Atlanta, this  
day of ~~Five~~ <sup>26th</sup>, in the year of our Lord  
One Thousand ~~Nine~~ <sup>Ten</sup> Hundred and Eighty and  
of the Independence of the United States of America the Two  
Hundred and

85235200

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA